

CI General Equipment Leasing Corporation
231 South LaSalle Street
Chicago, Illinois 60693

RECORDATION NO. 8048-2 Filed & Recorded

NOV 10 1975 - 12 15 PM

CERTIFICATE OF ACCEPTANCE
(REBUILT RAILROAD CARS)

INTERSTATE COMMERCE COMMISSION

Gentlemen:

1. The undersigned Resident Engineer is your authorized representative designated under the Contract for Purchase and Reconstruction dated as of September 10, 1975 (the "Reconstruction Agreement") between you and The Pittsburgh and Lake Erie Railroad Company (the "Railroad Company"). As such authorized representative, the undersigned hereby represents and certifies to you as follows:

(a) that the rebuilt railroad cars described below have been duly delivered in good order by the Railroad Company under the Reconstruction Agreement, have been duly inspected and accepted on the respective dates there shown by the undersigned as your authorized representative and conform in all respects to the requirements and specifications of the Reconstruction Agreement; and

(b) that each such car was at its delivery properly marked on each side thereof with the legend provided in Section 10(e) of the Lease Agreement between you and the Railroad Company.

2. The undersigned, The Pittsburgh and Lake Erie Railroad Company ("Lessee"), is the Lessee under the Lease Agreement dated as of September 10, 1975 (the "Lease Agreement") between you and the Lessee. As such Lessee, we hereby request you to pay the attached invoices for the reconstruction and delivery of the rebuilt railroad cars described below. We hereby represent and certify to you as follows:

(a) that all of our representations and warranties set forth in Section 9 of the Lease Agreement

are true and correct as of the date hereof as though made on this date;

(b) that the rebuilt railroad cars described below have been delivered to us, as Lessee under the Lease Agreement, on the dates indicated and have been duly inspected and are hereby accepted by us for lease under the Lease Agreement; and

(c) that no event of default, or event which might mature into an event of default, has occurred and is continuing under the Lease Agreement.

3. This Certificate of Acceptance shall be and become a part of the Lease Agreement, and the rebuilt railroad cars described below are hereby declared to be leased by us thereunder. The Lease Agreement was filed and recorded with the Interstate Commerce Commission on Sept. 15, 1975 at 11:20 A.M. with Recordation No. 8048.

William L. Slutz Jr.
Resident Engineer and authorized representative, as aforesaid, and signing as to the matters in paragraph 1 above

Dated: November 6, 1975

ATTEST:

Gordon E. Herenschwaud
Asst. Secretary

THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY, Lessee, and signing as to the matters in paragraphs 2 and 3 above

By Gordon E. Herenschwaud
Its Vice President & Gen. Counsel
Dated: November 6, 1975

Accepted:

CI GENERAL EQUIPMENT LEASING CORPORATION

By Deborah A. Bergman
VICE PRESIDENT
Dated: Nov 7, 1975

ATTEST:

John S. Helgen
Assistant Secretary

DESCRIPTION OF REBUILT CARS

<u>Total No. of Items</u>	<u>Description</u>	<u>Lessee's Identifying Numbers</u>	<u>Delivery and Acceptance Date</u>	<u>Invoice Amount</u>
75	70-ton standard roller bearing open top triple hopper railroad cars	P&LE 62906-62980 (both inclusive)	Nov. 6, 1975	\$922,500.00

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 6th day of November , 1975, before me personally appeared Gordon E. Neuenschwander to me personally known, who being by me duly sworn, says that he is the Vice President & General Counsel of THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna R. Smocer
Notary Public

(SEAL)

My Commission Expires: Feb. 3, 1976

DONNA R. SMOCCER, Notary Public
Pittsburgh, Allegheny Co., Pa.
My Commission Expires
February 3, 1976

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 7th day of November, 1975, before me personally appeared **T. J. BRUGGEMAN** to me personally known, who being by me duly sworn, says that he is a Vice President of CI GENERAL EQUIPMENT LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Linda Healy
Notary Public

(SEAL)

My Commission Expires:

MY COMMISSION EXPIRES
OCTOBER 31, 1978